



Attendance Card

If you plan to attend the Court Meeting of Man Group plc, please complete this card and post it to the address overleaf in advance of the meeting. This gives us an idea of how many shareholders to expect.

☐ I plan to attend the Court Meeting to be held at 11.00 a.m. on 10 May 2019 at Riverbank House, 2 Swan Lane, London EC4R 3AD.

If you plan to attend the Court Meeting, please detach along the perforation and post to the address overleaf

Please detach along the perforation and present on entry to the Court Meeting to facilitate admission



NOTICE OF COURT MEETING

A Court Meeting of Man Group plc will be held at 11.00 a.m. on Friday 10 May 2019 at Riverbank House, 2 Swan Lane, London EC4R 3AD.

You can access the Notice of Court Meeting and the Scheme Document published by Man Group plc on 15 April 2019 at www.man.com/investor-relations.

You can send us your proxy vote by completing and returning the Form of Proxy attached or by voting online at www.sharevote.co.uk.

Please bring this card with you to the Court Meeting.

Form of Proxy
Man Group plc Court Meeting

+	Voting ID	Task ID	Shareholder Reference	+
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Before completing the Form of Proxy below, please read carefully the Notice of Court Meeting set out in the Scheme Document (as defined below) and the explanatory notes set out overleaf.

By an order dated 11 April 2019 made in the matter of Man Group plc (the “**Company**”) and in the matter of the Companies Act 2006, the Court has granted permission for a meeting of the Man Shareholders (as defined in the scheme document of the Company dated 15 April 2019 (the “**Scheme Document**”)) to be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at Riverbank House, 2 Swan Lane, London EC4R 3AD on 10 May 2019 at 11.00 a.m. (London time) (the “**Court Meeting**”) at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

In order to be effective your Form of Proxy must be received by our Registrars by no later than 11.00 a.m. on 8 May 2019 (Note 2).

If you prefer, you may submit your Form of Proxy electronically at www.sharevote.co.uk, quoting the above numbers (Note 1). I/we the undersigned being a shareholder(s) of the Company hereby appoint (Note 3)

		No of Shares (Note 3)
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or failing him/her the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held on Friday 10 May 2019 and at any adjournment thereof, and to vote for me/us and in my/our name for the Scheme (either with or without modification as my/our proxy may approve) or against the Scheme, set out in the Notice of Court Meeting to vote as indicated below.

IMPORTANT: If you wish to vote in favour of the Scheme, please sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes or do not sign in either box this Form of Proxy will be invalid (Note 5). Please also date the Form.

Joint shareholders should refer to Note 6 overleaf

FOR the Scheme	
AGAINST the Scheme	
Date	

+	0874-111-S	+
Please sign here (Notes 6 and 7)		
☐		
Please mark this box if signing on behalf of the shareholder as Attorney, Receiver or Third Party.		
This Form should not be used for any comments, change of address or other queries. Please send a separate communication to our Registrars.		
		Date
		2019

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Notes on completing the Form of Proxy

- 1 A shareholder may if they wish register a proxy appointment online via the Equiniti website www.sharevote.co.uk subject to the terms and conditions shown on the website. Alternatively, shareholders registered with www.shareview.co.uk can log on and vote through that service. Please note that any electronic communication found to contain a computer virus will not be accepted.
- 2 To be effective, the Form of Proxy attached or your online voting instruction must be sent to Equiniti to be received no later than 11.00 a.m. on 8 May 2019. If you wish, you may return the Form of Proxy in an envelope addressed to Equiniti, FREEPOST RTHU-CLLL-KBKU, Aspect House, Spencer Road, Lancing, Worthing, West Sussex BN99 8LU.
- 3 A shareholder may appoint a proxy of his or her choice to attend, speak and vote at the Court Meeting on their behalf. Please leave this box blank if you wish to appoint the Chairman as your proxy. If you wish to appoint someone else, please enter their name in the box. A proxy need not be a shareholder but must be able to attend the meeting in order to represent you. If you are appointing a proxy in relation to part of your shareholding only, please enter the number of shares in respect of which your proxy is authorised to vote in the box next to the proxy's name. If this box is left blank, the proxy will be authorised to vote in respect of all of your shares.
- 4 To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrars, Equiniti, or photocopy this Form. In the case of multiple Forms, please specify the number of shares in respect of which each proxy can vote, as in Note 3 above. Multiple Forms should be returned to Equiniti in an envelope at the FREEPOST address detailed in Note 2.
- 5 Please indicate how you wish to vote by signing either the box marked “FOR the Scheme” or the box marked “AGAINST the Scheme”. Please note that you must indicate a preference for this Form of Proxy to be valid.
- 6 In the case of joint holders, the Form of Proxy must be signed by the first named holder of the shares.
- 7 In the case of a corporation, the Form of Proxy must be completed either under seal or signed by a duly authorised officer or attorney.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should read the Notice of Court Meeting.
- 9 Completion and return of the Form of Proxy or sending an online voting instruction will not prevent a shareholder from attending and voting in person at the meeting if the shareholder so wishes. Any votes validly given at the meeting will override, if different, previous proxy votes given.
- 10 Any amendment or alteration made to the Form of Proxy should be initiated by the person signing it.

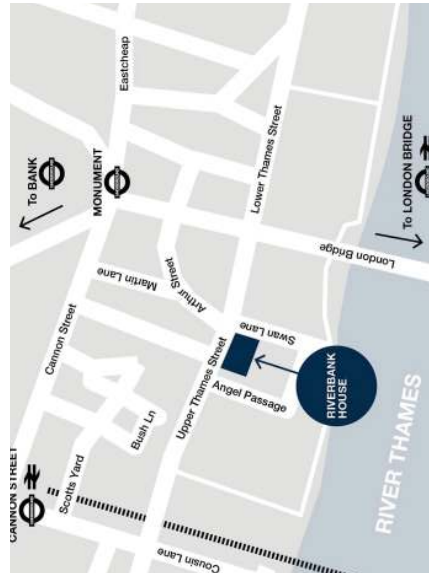


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Business Reply Plus
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